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REMITTANCE ADVICE

Approved by OMB 3060-0589 Page No_1 of_2

FORM 159

Gov't. LBX Operations

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REMITTANCE ADVICE
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Gov't. LBX Operations

Approved by OMB 3060-0589 Page No_1 of_2

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Before the FEDERAL COMMUNICATIONS COMMISSION. LBX Operations Washington, D.C. 20554

In the Matter of)
Bishop Communications Corporation)
and) File No. ITC-T/C-2008) WC Docket No. 08
Iowa Telecommunications Services, Inc.)
Application for Authorization Pursuant to)
Section 214 of the Communications Act of 1934,)
as Amended for Transfer of Control of Lakedale)
Telephone Company, Lakedale LINK, Inc., and)
EN-TEL Communications, Inc.)

APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS HELD BY LAKEDALE TELEPHONE COMPANY, LAKEDALE LINK, INC., AND EN-TEL COMMUNICATIONS, INC.

Bishop Communications Corporation ("BCC" or "Transferor") and Iowa

Telecommunications Services, Inc. ("Iowa Telecom" or "Transferee") (collectively the

"Applicants"), and pursuant to Section 214 of the Communications Act of 1934, as amended, 47

U.S.C. § 214 (the "Act"), and Sections 63.04 and 63.24(e) of the rules of the Federal

Communications Commission ("FCC" or the "Commission"), 47 C.F.R. §§ 63.04 & 63.24(e),
hereby request authority to transfer control of the domestic and international Section 214

authorizations held by Lakedale Telephone Company, Lakedale LINK, Inc., and EN-TEL

Communications, Inc. (the "Bishop Entities") from BCC to Iowa Telecom. As described in this application, Iowa Telecom has agreed to purchase all of the outstanding shares of BCC, and Iowa Telecom will provide service to BCC subsidiaries' former customers upon completion of the transaction.

I. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this transaction related to the transfers of domestic 214 authority:

(1) Applicants' Names, Addresses and Telephone Numbers

Transferor: Bishop Communications Corporation

9938 State Highway 55 NW

P.O. Box 340

Annandale, MN 55302

Telephone: (320)

(320) 274-8201

Facsimile:

(320) 274-7453

Transferee:

Iowa Telecommunications Services, Inc. 403 W. 4th St. N.

403 W. 4th St. N. P.O. Box 1046 Newton, IA 50208

Telephone:

(641) 787-2337

Facsimile:

(641) 787-2347

(2) State of Organization

(a) Transferor: BCC is a corporation organized under the laws of the State of Minnesota.

(b) Transferee: Iowa Telecom is a corporation organized under the laws of the State of Iowa.

(3) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Transferor: Gene R. South, Sr.

Chief Executive Officer

Bishop Communications Corporation

9938 State Highway 55 NW

P.O. Box 340

Annandale, MN 55302

Telephone:

(320) 274-8201

Facsimile:

(320) 274-7453

Transferee:

Edward B. Krachmer

Director-Regulatory Affairs

Iowa Telecommunications Services, Inc.

403 W. 4th St. N. P.O. Box 1046 Newton, IA 50208

Telephone:

(641) 787-2337

Facsimile:

(641) 787-2347

Copies of all correspondence, notices, and inquiries should also be addressed to:

Gregory J. Vogt

Law Offices of Gregory J. Vogt, PLLC

2121 Eisenhower Ave.

Suite 200

Alexandria, VA 22314

Telephone:

(703) 838-0115

Facsimile:

(703) 684-3620

Counsel for Iowa Telecom

(4) Ten percent (10%) Equity Shareholders

Transferor: Lakedale Telephone Company and Lakedale LINK, LLC are wholly-owned direct subsidiaries of BCC.

EN-TEL Communications, Inc. is two-thirds directly-owned by Lakedale

Communications, LLC with the remaining one-third owned by an unaffiliated party. Lakedale

Communications, LLC is wholly and directly owned by Bishop Communications Corporation.

BCC has three equity holders with at least a ten percent interest: John M. Bishop, Trustee of the John M. Bishop Revocable Trust Agreement dated August 26, 1999 (24.65%), John M. Bishop 2005 Annuity Trust No. 2 (15.34%), and Jill W. Bishop 2006 Annuity Trust (13.53%).

Transferee: To the best of Iowa Telecom's knowledge, no party directly or indirectly holds a ten percent or more equity interest in Iowa Telecom.¹

(5) Certification Pursuant to Rules 1.2001-1.2003

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of the Parties, the Relevant Geography, and the Transaction

(a) Description of BCC.

BCC is a privately-held company headquartered in Annandale, Minnesota which owns, among other things, Lakedale Telephone Company ("Lakedale"), Lakedale LINK, Inc. ("Lakedale LINK"), and EN-TEL Communications, Inc. ("EN-TEL") (each holding certificates of authority to provide local telecommunications service in Minnesota). Together, Lakedale, Lakedale LINK, and EN-TEL serve fewer than 25,000 access lines. BCC also owns a number of subsidiaries, some wholly and some partially, some directly and some indirectly, which are depicted in Exhibit A, attached hereto.

I lowa Telecom is a widely-held publicly-traded company and therefore cannot be certain on any particular date of the makeup of its indirect equity holders.

(b) Description of Lakedale Telephone Company, Lakedale LINK, Inc., and ENTEL Communications, Inc.

Lakedale, an incumbent local exchange carrier ("ILEC"), is directly and wholly owned by BCC. Also headquartered in Annandale, Minnesota, Lakedale provides ILEC services to customers in six rural Minnesota exchanges. Five of Lakedale's six exchanges are contiguous, including Annandale, Maple Lake, Montrose, Waverly, and South Haven. The contiguous exchanges are located approximately 45 miles northwest of the Twin Cities and 25 miles south of St. Cloud. The remaining exchange, Paynesville, is located 20 miles northwest of the contiguous exchanges and 25 miles southwest of St. Cloud. With an average density of 33 access lines per square mile, Lakedale's service area includes a mixture of small communities and rural areas covering 378 square miles. Lakedale is a telecommunications service provider that offers local telephone, long distance (as a billing agent for Lakedale LINK), Internet access (dial-up and broadband), network access services to business and residential customers. Lakedale holds one Paging and Radiotelephone license, two Industrial/Business Pool licenses, and three Common Carrier Fixed Point-to-Point Microwave licenses that are used to provide these services. Lakedale also provides video service and resells commercial mobile radio service ("CMRS").

Lakedale LINK, directly and wholly owned by BCC, is a competitive local exchange carrier ("CLEC") offering local telephone, long distance, and dial-up Internet access service to business and residential customers in 89 exchanges throughout Minnesota where the ILEC is either Embarq or Qwest. Local telephone services are offered through facilities leased from these ILECs within each respective exchange. Lakedale LINK holds four Local Multipoint Distribution Digital System ("LMDS") licenses.

BCC indirectly owns a two-thirds share of EN-TEL, a competitive local exchange carrier ("CLEC") that offers local telephone, long distance, Internet access (dial-up and broadband), network access, and video services to business and residential customers in the Willmar exchange. EN-TEL, like Lakedale, also resells CMRS.

(c) Description of Iowa Telecom

Iowa Telecommunications Services, Inc., headquartered in Newton, Iowa, began business on June 30, 2000, when it acquired the Iowa operations of GTE Midwest Incorporated ("GTE"). Today, Iowa Telecom is a publicly-traded company (NYSE:IWA) with \$832 million in assets² and approximately \$251 million in annual revenue.³

Iowa Telecom operates 288 telephone exchanges in Iowa as the ILEC. Through its subsidiaries Iowa Telecom Communications, Inc. and IT Communications, LLC, Iowa Telecom serves as a competitive local exchange carrier ("CLEC") in all exchanges in Iowa in which Qwest is the ILEC. Currently, all of Iowa Telecom's service territories are within the State of Iowa with the exception of some minor overlaps of exchanges which cross the Iowa-Missouri border. None of Iowa Telecom's exchanges are adjacent to any exchanges served by Lakedale, Lakedale LINK, or EN-TEL.

As of December 31, 2007, Iowa Telecom served approximately 240,700 access lines, including approximately 214,300 access lines as the ILEC. Also as of that date, Iowa Telecom was the presubscribed long distance provider on approximately 143,600 of its lines, served approximately 62,800 digital subscriber line ("DSL") customers,⁴ and served approximately

² As of December 31, 2007.

³ Based on the period January 1, 2007 through December 31, 2007.

⁴ Iowa Telecom offers DSL service in every exchange in which it operates, although such service is not available to every customer in every exchange.

22,500 dial-up Internet customers.⁵ Iowa Telecom resells EchoStar's DISH Network satellite video service to its local exchange customers. Iowa Telecom does not, however, currently provide mobile wireless service.

Iowa Telecom's operating subsidiaries, directors, and executive officers, as well as substantial other details regarding Iowa Telecom, are discussed in Iowa Telecom's quarterly and annual Securities and Exchange Commission filings which are available online.⁶ For the Commission's reference, a current organizational chart of Iowa Telecom is attached hereto as Exhibit B.

(d) Description of the Transaction

Through the Stock Purchase Agreement Among Iowa Telecommunications Services, Inc., the Sellers Named in the Agreement and John M. Bishop, as Sellers' Representative, made as of February 5, 2008 ("Agreement"), Iowa Telecom will acquire all outstanding shares of BCC and Communications Sales & Leasing ("CS&L," a non-regulated sister company) from the sellers. These shares will be held by IWA Holdings, LLC, a pre-existing wholly-owned direct subsidiary of Iowa Telecom.

But for potential receipt of notices regarding the transaction or other actions deemed necessary by the Minnesota Public Utilities Commission, the change of control of Lakedale, Lakedale LINK, and EN-TEL should be transparent to the customers of those companies. As described below, after the transaction is complete, there will be improvements in the service to which customers of Lakedale, Lakedale LINK, and EN-TEL subscribe.

⁵ All figures include both ILEC and CLEC lines/subscribers.

⁶ <u>See</u> http://ir.iowatelecom.com/phoenix.zhtml?c=182669&p=irol-sec.

(7) Streamlined Treatment

The Applicants respectfully request streamlined treatment of the Application. Pursuant to Section 63.03 of the Commission's rules, an application for approval of a domestic transfer of control of Section 214 authority is presumptively subject to streamlined treatment when "[t]he applicants are incumbent independent local exchange carriers (as defined in § 64.1902 of this chapter) that have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas."

Both Applicants are ILECs under 47 C.F.R. § 64.1902. Together, the applicants, in combination serve fewer than 266,000 subscriber lines, even if all ILEC and CLEC lines were aggregated. Thus, in total, the Applicants serve fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide. Further, as discussed above, there are no overlapping or adjacent service areas between the Bishop Entities and Iowa Telecom. Further, the Applicants in aggregate have less than a ten percent share of the interstate interexchange market.

(8) Other Related Applications Before the Commission

The Applicants intend to file an application for FCC approval of the transfer of control of the wireless licenses held by Lakedale and Lakedale LINK within one week of the filing of the instant application. The call signs and services of these licenses are listed in Exhibit C.

(10) Statement of Imminent Business Failure

Not applicable.

(11) Separately-Filed Waiver Requests

None.

⁷ There are, however, overlapping or adjacent service areas among the Bishop Entities.

(12) Public Interest Statement

The proposed transaction will result in significant benefits for the Bishop Entities' customers. The Bishop Entities' customers will have access to the benefits of a larger telecommunications service provider, including a robust network and support team, modernized facilities, and improved service quality. For example, repair and technical support for customers of the Bishop Entities will improve as a result of the transaction. The Bishop Entities will be able to leverage Iowa Telecom's resources and offer 24 x 7 repair and technical support teams who are available to receive calls from customers and dispatch technicians as necessary. In addition, there are no plans to reduce the Bishop Entities' workforce for a minimum of twelve months after this transaction closes and Iowa Telecom will continue to serve all of the Bishop Entities' customers.

These benefits will result from the combined company's increased economies of scale. Given that the Bishop Entities currently serve a relatively limited number of rural areas, they lack the economies of scale afforded larger telecommunications providers in urban areas. The proposed transaction will enable these providers to benefit from larger size and scale, allowing the combined company to experience significantly greater economies of scale. Indeed, the Bishop Entities' new relationship with Iowa Telecom will reduce operating costs. Back office systems and corporate functions, such as accounting, finance and legal, will become relatively less costly because of the economies of scale that can be achieved through the purchase of BCC by Iowa Telecom. At the same time, however, Iowa Telecom's corporate resources will serve to enhance the Bishop Entities' presence, through improved marketing and public relations efforts. Similarly, the Bishop Entities will benefit from Iowa Telecom's purchasing power, which will allow the Bishop Entities to acquire materials and improve infrastructure at lower costs.

This transaction is also similar to other transactions approved by the Commission involving carriers in much closer proximity than those Iowa Telecom and the Bishop entities.⁸ Consistent with precedent, the proposed transaction will serve the public interest, convenience, and necessity by strengthening Iowa Telecom and the Bishop Entities and by directly benefiting all affected consumers.

Overall, the cost savings, increased in-house capabilities, and enhanced technical support will serve to improve the quality and efficiency of the services the Bishop Entities provide to Minnesota consumers. Accordingly, the Commission should approve the proposed transaction expeditiously.

II. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's rules, in support of this transaction insofar as it transfers the international 214 authorization of the Bishop Entities to Iowa Telecom, the Applicants submit the following information from Section 63.18(a)-(d) for the Transferor and the Transferee, and from Section 63.18(h)-(p) for the Transferee:

- (a) See Section I(1), above.
- (b) See Section I(2), above.
- (c) See Section I(3), above.

⁸ See, e.g., Joint Applications of Telephone Data Systems, Inc. and Chorus Communications, Ltd. for Authority to Transfer Control of Commission Licenses and Authorizations Pursuant to Sections 214 and 310(d) of the Communications Act and Parts 22, 63, and 90 of the Commission's Rules, Memorandum Opinion and Order, 16 FCC Rcd 15293 (Comm. Car. Bur. 2001); Joint Application of Global Crossing Ltd., and Citizens Communications Company for Authority to Transfer control of Corporations Holding Commission Licenses and Authorizations Pursuant to Sections 214 and 310(d) of the Communications Act and Parts 20, 22, 63, 78, 90, and 101 of the Commission's Rules, Memorandum Opinion and Order (Comm. Car. Bur., Int'l Bur., Cable Serv. Bur., Wireless Bur. 2001).

(d) Transferee: Lakedale LINK, Inc. (FCC File No. ITC-214-19960725-00339) and ENTEL Communications, Inc. (FCC File No. ITC-214-20010501-00265) hold authorizations pursuant to Section 214 to provide international global resale services. Both entities also hold authorizations to provide domestic telecommunications pursuant to Section 214.

Transferor: Iowa Telecommunications Services, Inc. (FCC File No. ITC-214-20000627-00408; see also FCC File No. ITC-T/C-20040416-00158) holds an authorization pursuant to Section 214 to provide international global resale services. Two wholly owned subsidiaries of Iowa Telecommunications Services, Inc. also hold such authorizations: Iowa Telecom Communications, Inc. (FCC File No. ITC-214-20010823-00464; see also FCC File No. ITC-T/C-20040426-00168) and IT Communications, LLC (FCC File No. ITC-214-20050906-00360). Both entities also are authorized to provide domestic telecommunications services pursuant To Section 214.

- (h) See Section I(4), above. Applicants have no interlocking officers and directors with foreign carriers to report.
- (i) Iowa Telecom certifies that it is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules. Following consummation of the Transaction, BBC will not be directly affiliated, within the meaning of Section 63.09 of the Commission's Rules, with any foreign carriers.
- (j) Iowa Telecom does not seek to provide international telecommunications services to any destination country in which: (1) Iowa Telecom is a foreign carrier in that country; (2) Iowa Telecom controls a foreign carrier in that country; or (3) any entity that owns more than 25 percent of Iowa Telecom, or that controls Iowa Telecom, controls a foreign carrier in that country. Iowa Telecom also hereby certifies that it does not seek to provide international

telecommunications service to any destination country in which two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Iowa Telecom and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the Untied States.

- (k)-(m) Not applicable because Iowa Telecom is not a foreign carrier and is not affiliated with a foreign carrier.
- (n) Iowa Telecom and BBC certify that neither of them has agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
 - (o) See Section 1(5), above.
- (p) This Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules. This Application qualifies for streamlined processing because (1) Iowa Telecom is not affiliated with a foreign carrier on any route for which authority is sought; (2) Iowa Telecom is not affiliated with any dominant U.S. carrier whose international switched or private line services it seeks to resell; and (3) Iowa Telecom is not requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

III. CONCLUSION

For the foregoing reasons, Iowa Telecom and Bishop Communications Corporation respectfully request that the Commission place this application on streamlined processing for both its domestic and international Section 214 transfer of control requests and promptly grant this Application.

Respectfully Submitted,

BISHOP COMMUNICATIONS CORPORATION

Gene R. South, Sr.

Chief Executive Officer

Bishop Communications Corporation

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Annandale, MN 55302

(320) 274-8201

IOWA TELECOMMUNICATIONS SERVICES, INC.

Tregory J. Vogt egg

Law Offices of Gregory J. Vogt, PLLC

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Suite 200

Alexandria, VA 22314

(703) 838-0115

Counsel for Iowa Telecommunications Services, Inc.

March 3, 2008

EXHIBIT A: CURRENT ORGANIZATIONAL CHART OF IOWA TELECOMMUNICATIONS SERVICES, INC.

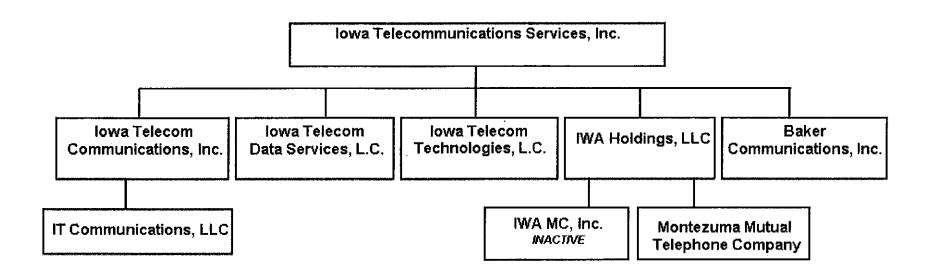


EXHIBIT B: SUBSIDIARIES OF BISHOP COMMUNICATIONS CORPORATION

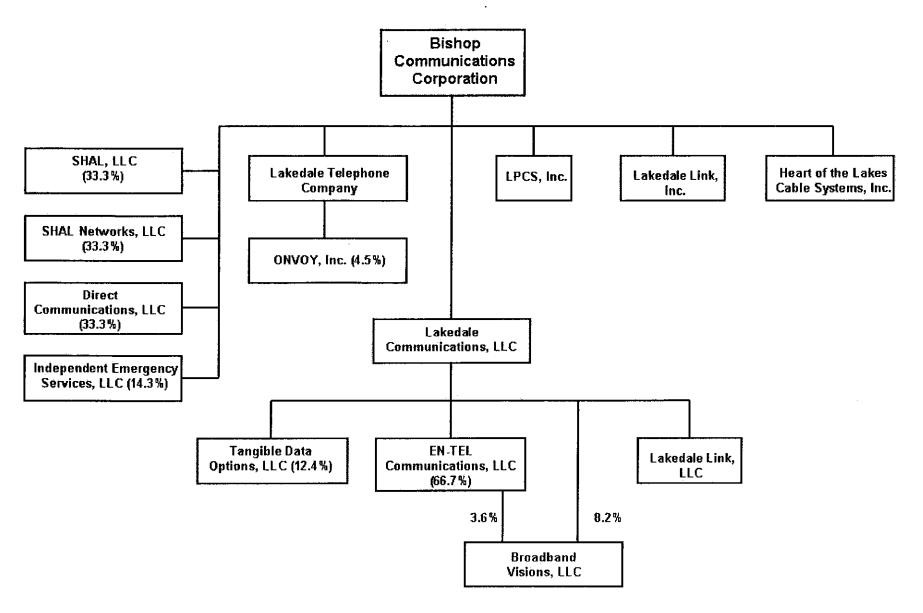


EXHIBIT C: "OTHER APPLICATIONS PENDING BEFORE THE COMMISSION

The Applicants intend to file an application for FCC approval of the transfer of control of the following wireless licenses held by Lakedale and Lakedale LINK within one week of the filing of the instant application:

Licensee	Call Sign	License Type
Lakedale Telephone Company	KKB714	Paging and Radiotelephone (CD)
Lakedale Telephone Company	WHT340	Common Carrier Fixed Point-to-Point Microwave (CF)
Lakedale Telephone Company	WHT341	Common Carrier Fixed Point-to-Point Microwave (CF)
Lakedale Telephone Company	WLC633	Common Carrier Fixed Point-to-Point Microwave (CF)
Lakedale Telephone Company	KTU433	Industrial/Business Pool, Conventional (IG)
Lakedale Telephone Company	WPTY865	Industrial/Business Pool, Conventional (IG)
Lakedale Link, Inc.	WPOH445*	Local Multipoint Distribution Service (LD)
Lakedale Link, Inc.	WPOH446*	Local Multipoint Distribution Service (LD)
Lakedale Link, Inc.	WPOH447*	Local Multipoint Distribution Service (LD)
Lakedale Link, Inc.	WPOH448*	Local Multipoint Distribution Service (LD)

^{*} Lakedale LINK has been unable to complete construction of these licenses due to circumstances beyond its control. It has accordingly timely filed a Request for Extension of Time to Construct and Petition for Waiver, which remains pending. See Rural LMDS Group Petition for Waiver of Section 101.1011 of the Commission's Rules and Extension of Construction Deadline (filed May 25, 2007); Request for Extension of Time, ULS File No. 0003071138, Exhibit 1 (filed June 14, 2007).

DECLARATION OF GENE R. SOUTH, SR.

I, Gene R. South, Sr., Chief Executive Officer and General Manager of Bishop

Communications Corporation, declare under penalty of perjury that Bishop Communications

Corporation, including all officers, directors, or persons holding five percent or more of the

outstanding stock or shares (voting and/or non-voting) of Bishop Communications Corporation

as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal

benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Executed on: $\frac{2}{29}$

Gene R. South, Sr.

Chief Executive Officer

Bishop Communications Corporation

SANDRA I. MILLER
NOTARY PUBLIC - MINNESOTA
My Comm. Exp. Jan. 31, 2010

DECLARATION OF D. MICHAEL ANDERSON

1, D. Michael Anderson, Vice President – External Affairs and Marketing of Iowa
Telecommunications Services, Inc., ("Iowa Telecom") declare under penalty of perjury that Iowa
Telecom, including all officers, directors, or persons holding five percent or more of the
outstanding stock or shares (voting and/or non-voting) of Iowa Telecom as specified in Section
1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to
section 5301 of the Anti-Drug Abuse Act of 1988.

Executed on: <u>February 29,3008</u>

D. Michael Anderson

Vice President – External Affairs and Marketing

Iowa Telecommunications Services, Inc.

